E-FILED

STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE

04383243

DUE ON OR BEFORE 10/19/2013 **FILING FEE** $10.00

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121(A) & 10-3121(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

-0041293-7

1. ARIZONA NATIONAL LIVESTOCK SHOW, INC.
STATE FAIRGROUND
1826 W MCDOWELL RD
PHOENIX, AZ 85007

Business Phone: 6022588568 (Business phone is optional.)
State of Domicile: ARIZONA **Type of Corporation:** NON-PROFIT

2. Statutory Agent: MARK A MCGINNIS
Mailing Address: 2850 E CAMELBACK RD #200
City, State, Zip: PHOENIX, AZ 85016

Statutory Agent's Street or Physical Address:
Physical Address:
City, State, Zip: AZ

ACC USE ONLY
Fee $ 10.00
Penalty $ 0.00
Reinstate$ 0.00
Expedite $
Resubmit$

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Arizona.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of *new* Statutory Agent

Printed Name of *new* Statutory Agent

3. **Secondary Address:**

(Foreign Corporations are **REQUIRED** to complete this section).

4. CHARACTER OF BUSINESS

AGRICULTURAL

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5. CAPITALIZATION: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates **Authorized** Class Series Within Class (if any)

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**.

Number of Shares/Certificates **Issued** Class Series Within Class (if any)

6. SHAREHOLDERS: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

NONE

7. OFFICERS

Name: RICK HANGER
Title: CHAIRMAN
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: GRANT BOICE
Title: CHIEF EXECUTIVE OFFICER
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: JIM LOUGHEAD
Title: PRESIDENT
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: CINDY TIDWELL SHELTON
Title: SECRETARY
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

8. DIRECTORS

Name: GALYN KNIGHT
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: LINDA VENSEL
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: KEVIN ROGERS
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: TERRY VAN HILSEN
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622(A)(9))

Nonprofits – if your annual report is due on or before September 25, 2008, you **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). If your nonprofit annual report is due after September 25, 2008, a financial statement is not required. **Cooperative marketing associations** must in all cases submit a financial statement. All other forms of corporations are exempt from filing a financial statement no matter what date the annual report was due.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:

9A. MEMBERS (A.R.S. §10-11622(A)(6)) This corporation **DOES** ☒ **DOES NOT** ☐ have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622(A)(8) & 10-11622(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
   (a) fraud or registration provisions of the securities laws of that jurisdiction, or
   (b) the consumer fraud laws of that jurisdiction, or
   (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES ☐ NO ☒

If "YES" to A, the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1 through 3 above.

1. Full birth name.
2. Full present name and prior names used.
3. Present home address.
4. All prior addresses for immediately preceding 7 year period.
5. Date and location of birth.
6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case.

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?

One box must be marked: YES ☐ NO ☒

If "YES" to B, the following information must be submitted as an attachment to this report for each corporation subject to the statement above.

(a) Name and address of each corporation and the persons involved.
(b) State(s) in which it: (i) was incorporated and (ii) transacted business.
(c) Dates of corporate operation.

11. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the **corporation** filed a petition for bankruptcy or appointed a receiver? **One box must be marked: YES ☐ NO ☒**

If "Yes" to A, the following information must be submitted as an attachment to this report:

1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or membership interest in the corporation.
2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
   (a) Name and address of each corporation;
   (b) States in which it: (i) was incorporated and (ii) transacted business.
   (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name GRANT BOICE **Date** 08/13/2013

Signature GRANT BOICE

Title CHIEF EXECUTIVE OFFICER

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)

-0041293-7 ARIZONA NATIONAL LIVESTOCK SHOW, INC.

Additional Officers

Name: CINDY TIDWELL SHELTON
Title: TREASURER
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: SCOTT LOUGHEAD
Title: VICE-PRESIDENT
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: TIM COOLEY
Title: VICE-PRESIDENT
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: DEAN FISH
Title: VICE-PRESIDENT
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/201

-0041293-7 ARIZONA NATIONAL LIVESTOCK SHOW, INC.

Additional Directors

Name: JIM O'HACO
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: DAVID KENNEDY
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: KATHY MCCRAINE
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: DAVID FEENSTRA
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: JANICE BRYSON
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: CLIFF SAYLOR
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/23/2012

Name: RON ALLEN
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: TOM ROLSTON
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: JACQUE ACCOMAZZO
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: CHUCK BACKUS
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: JAMES M WEBB
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: CON ENGLEHORN
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: BAS AJA
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: JUDY BURRUEL
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: LOUIS MAXCY
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

Name: SHERRY BUZZARD
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/25/2011

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Additional Directors

Name: BILL BRAKE
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: PATRICK BRAY
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: DON BUTLER
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: MARILYN HARRIS
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: KEN JOHNSON
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: LANCE KNIGHT
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: DAVE SCHAFER
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: HAL VINSON
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: MARY WILLIAMS
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013

Name: KELLY WRIGHT
Address: 1826 W MCDOWELL RD
PHOENIX, AZ 85007
Date Taking Office: 03/22/2013